### IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
FRANCHISE GROUP, INC., et al.,1	Case No. 24-12480 (JTD)
Debtors.	(Jointly Administered)

#### **AFFIDAVIT OF SERVICE**

I, Alain B. Francoeur, depose and say that I am employed by Kroll Restructuring Administration LLC ("Kroll"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

At my direction and under my supervision, employees of Kroll caused the following documents to be served by the date and method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

Notice of Revised Proposed Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [Docket No. 385] (the "Notice of Revised Final Debtors-in-Possession Order")

<sup>&</sup>lt;sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers. to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

• Debtors' Amended Exhibit List for Second Day Hearing Set for December 10, 2024 at 10:00 a.m. (ET) [Docket No. 386]

At my direction and under my supervision, employees of Kroll caused the following document to be served by the date and method set forth on the Core/2002 Agenda Service List attached hereto as **Exhibit B**:

• Amended Agenda for Hearing of Matters Scheduled for December 10, 2024 at 10:00 a.m. (ET) [Docket No. 387] (the "*Amended Agenda*")

On December 9, 2024, at my direction and under my supervision, employees of Kroll caused the Amended Agenda to be served via Email on the Respondents Service List attached hereto as **Exhibit C**.

On December 9, 2024, at my direction and under my supervision, employees of Kroll caused the Notice of Revised Final Debtors-in-Possession Order to be served via Email on (1) the Banks Service List attached hereto as **Exhibit D**, and (2) (ADRID: 29495359), Mandel, Katz & Brosnan LLP, areich@mkbllp.com, eleen@mkbllp.com.

Dated: December 23, 2024

/s/ Alain B. Francoeur
Alain B. Francoeur

State of New York County of New York

Subscribed and sworn (or affirmed) to me on December 23, 2024, by Alain B. Francoeur, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

#### /s/ PAUL PULLO

Notary Public, State of New York No. 01PU6231078 Qualified in Nassau County Commission Expires November 15, 2026

2 SRF 84383

### Exhibit A

DESCRIPTION	NAME	ADDRESS	EMAIL	DATE AND METHOD OF SERVICE
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Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Wilmington DE 19801	vesperm@ballardspahr.com	Email on December 9, 2024
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC				
Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland		Attn: Kevin M. Newman		
Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty &		Barclay Damon Tower		
Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheele		125 East Jefferson Street		
REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Syracuse NY 13202	knewman@barclaydamon.com	Email on December 9, 2024
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC	·		- ,	·
Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland		Attn: Niclas A. Ferland		
Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty &		545 Long Wharf Drive		
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Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty &		1270 Avenue of the Americas		
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LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company	,	Attn: Ericka F. Johnson		
Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan		600 N. Market Street, Suite 400		
Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Wilmington DE 19801	ejohnson@bayardlaw.com	Email on December 9, 2024
		Attn: Kevin M. Capuzzi, Juan E. Martinez	Land Channella and	
Constant Police Manager de de Ponte de 110	December 5 to the edge Control Of Assess (SLID)	1313 North Market Street, Suite 1201	kcapuzzi@beneschlaw.com	5 11 5 1 0 0004
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and DIP Agent	Blank Rome LLP	Wilmington DE 19801	jordan.williams@blankrome.com	Email on December 9, 2024
and on Agent	DIGHIC ROTHC ELI	Attn: Kristen N. Pate	Jordan Williams Stanktonic.com	Email on December 3, 2024
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		Attn: Shawn M. Christianson	5 ip - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	= 300
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Tempe, LLC	Clark Hill PLC	Dallas TX 75202	ahornisher@clarkhill.com	Email on December 9, 2024
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		Suite 1001	mbenedek@cozen.com	
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Coursel to Kourine Deleving Course are Fella IIIC	Connec 9 Cinners III C	1105 North Market Street, Suite 901	lancer of Control of Control	5 11 5 1 0 2024
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		2311 Highland Avenue South		
Constant Manager Manager Constant Const	De al acces Sicolo BS	P.O. Box 55727		5 11 5 1 0 2024
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f Houston Authority, Harris County Hospital District, and Harris County		P.O. Box 2848		
repartment of Education (hereinafter "Harris County")	Harris County Attorney's Office	Houston TX 77252	taxbankruptcy.cao@harriscountytx.gov	Email on December 9, 2024
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		P.O. Box 7346		
RS Insolvency Section	Internal Revenue Service	Philadelphia PA 19101-7346		First Class Mail on December 10, 2024
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		Specialist, CFCA		
	Ken Burton, Jr., Manatee County Tax	1001 3rd Ave W, Suite 240		
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Oover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Bowling Green KY 42102-9547		First Class Mail on December 10, 2024
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Owner LLC	International LLP	Chicago IL 60654	connor.casas@kirkland.com	Email on December 9, 2024
The Lee	The state of the s	Attn: Steven N. Serajeddini P.C.	connecticusus & Kir Kianatosini	Email on Describer 3, 2024
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Dwner LLC	International LLP	New York NY 10022	steven.serajeddini@kirkland.com	Email on December 9, 2024
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Owner LLC	Klehr Harrison Harvey Branzburg LLP	Wilmington DE 19801-3062	dpacitti@klehr.com	Email on December 9, 2024
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Owner LLC	Klehr Harrison Harvey Branzburg LLP	Philadelphia PA 19103	mbranzburg@klehr.com	Email on December 9, 2024
JWHEI LLC	Meni Harrison Harvey Branzburg LLP	<u> </u>	וווטומווצטעו אַשּאופווו .כטווו	Linaii on December 9, 2024
		Attn: Jeffrey Kurtzman		
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Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL		Attn: Susan E. Kaufan		
Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc.,		919 N. Market Street, Suite 460		
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Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper		3500 Maple Avenue		
ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie		Suite 800		
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Montgomery County, Harris CO ESD # 48, Lone Star College System, Harris CO ESD				
# 16, Harris CO ESD # 11, Houston ISD, Galveston County, Harris CO ESD # 09,		Attn: Tara L. Grundemeier		
Cypress-Fairbanks ISD, Deer Park ISD, Fort Bend County, Houston Comm Coll		PO Box 3064		
System, City of Pasadena, Jefferson County	Linebarger Goggan Blair & Sampson, LLP	Houston TX 77253-3064	houston_bankruptcy@lgbs.com	Email on December 9, 2024
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Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe				
County, Hays County, Midland Central Appraisal District, Denton County, Guadanape		Attn: Julie Anne Parsons		
Independent School District/La Vega Independent School District, and Williamson		700 Jeffrey Way, Suite 100		
County	McCreary, Veselka, Bragg, & Allen, P.C.	Round Rock TX 78665	jparsons@mvbalaw.com	Email on December 9, 2024
Country	ivicercary, veserka, bragg, & Alleli, F.C.	TOUTION TA 70005	Jpar sons@mvbalaw.com	Linaii on December 3, 2024

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County, Hays County, Midland Central Appraisal District, City of Waco/Waco		Attn: Julie Anne Parsons		
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County	McCreary, Veselka, Bragg, & Allen, P.C.	Round Rock TX 78680-1269	jparsons@mvbalaw.com	Email on December 9, 2024
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Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden				
Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial				
Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC,		Attn: Monique B. DiSabatino, Mark Minuti		
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### Exhibit C

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#### Exhibit C Respondents Service List Served via Email

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### Exhibit D

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### Exhibit D Banks Service List Served via Email

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### Exhibit D Banks Service List Served via Email

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### Exhibit D Banks Service List Served via Email

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